

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

) CASE NO. C 07-3798-JW (HRL)

) **[PROPOSED] ORDER GRANTING**
) **RELIEF REQUESTED BY NON-PARTY**
) **SKADDEN, ARPS, SLATE, MEAGHER &**
) **FLOM IN CONNECTION WITH NON-**
) **PARTIES KLA-TENCOR**
) **CORPORATION'S AND JOHN**
) **KISPERT'S MOTION FOR**
) **PROTECTIVE ORDER RE:**
) **DEPOSITIONS OF KLA WITNESSES**

) Date: March 11, 2008

) EXPEDITED HEARING REQUESTED ON
) FEBRUARY 12, 2008

) TIME: 10:00 a.m.

) DEPT.: Courtroom 2, 5th Floor (SJ)

) JUDGE: Magistrate Judge Howard R. Lloyd

) TRIAL DATE: None set

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

After consideration of Non-Party Skadden, Arps, Slate, Meagher & Flom LLP's ("Skadden") Joinder in Non-Parties KLA-Tencor Corporation's ("KLA") and John Kispert's ("Kispert") Motion for Protective Order re: Depositions of Current and Former KLA Witnesses, and any oppositions thereto, the Court finds good cause exists to:

(A) Grant KLA's and Kispert's request for a protective order;

(B) Preclude defendant Kenneth L. Schroeder ("Schroeder") from taking the deposition of Skadden attorney Elizabeth Harlan or any other current or former Skadden attorneys until after the Court has heard and resolved (1) defendant Schroeder's pending motion to dismiss, and if this motion does not succeed, (2) defendant Schroeder's anticipated motion to compel challenging KLA's and Skadden's assertions of the attorney client privilege and the work product doctrine; and

(C) Stay Skadden and the Skadden Attorneys' obligations to produce any documents in response to defendant Schroeder's pending or future discovery requests, with the exception of the limited category of documents (consisting of redacted copies of certain calendar entries and billing records, and selected metadata) which Skadden has agreed to produce in early February, until such time as the Court has ruled on defendant Schroeder's motion to dismiss.

SO ORDERED.

DATED: February __, 2008

Hon. Judge Howard R. Lloyd
United States Magistrate Judge